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February 10, 1992

2-041A044
116.00

RECORDATION NO

8505-E
FILED 142

FEB 10 1992 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

We enclose six counterparts of the document described below, to be recorded pursuant to section 11303 of Title 49 of the United States Code.

This document is a release, a secondary document, dated as of January 15, 1992.

The primary documents to which this is connected are recorded under recordation number 8505, 8505-A, and 8505-C.

The name and address of the party to the document is as follows:

Assignee: Continental Bank,
National Association
231 South LaSalle Street
Chicago, Illinois 60697

A description of the equipment covered by the document follows:

Twenty model SD 40-2 diesel electric locomotives, bearing the road numbers BN6753 through 6772, and ten model C-30-7 diesel electric locomotives, bearing the road numbers BN5500 through 5509.

10 1 35 PM '92

6 Counterparts - 2 each

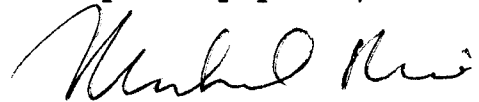
A fee of \$16.00 is enclosed. Please return any extra counterparts not needed by the Commission for recordation to:

James E. Magee, Esq.
Reboul, MacMurray, Hewitt,
Maynard & Kristol
1111 19th Street, N.W.
Suite 406
Washington, D.C. 20036

A short summary of the document to appear in the index follows:

Release, dated as of January 15, 1991, by Continental Bank, National Association (as agent), covering twenty model SD 40-2 diesel electric locomotives and ten model C-30-7 diesel electric locomotives, and connected to the Conditional Sale Agreement, Agreement and Assignment, and Assignment of Lease and Agreement recorded with the Interstate Commerce Commission and assigned recordation numbers 8505, 8505-A, and 8505-C, respectively.

Very truly yours,



Michael Rice

MR:dp
Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

2/10/92

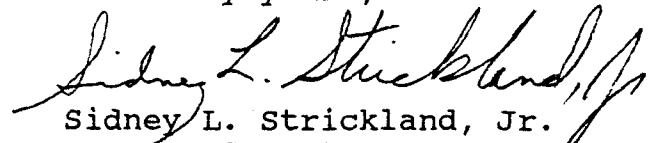
OFFICE OF THE SECRETARY

James E. Magee, Esq.
Reboul, MacMurray, Hewitt, Maynard & Kistol
1111 19th Street, NW
Washington, D. C. 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/10/92 at 1:40PM , and assigned recordation number(s). 8505-E.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 8505-E
FILED 1425

FEB 10 1992 -1 40 PM

RELEASE dated as of January 15, 1992, by ~~CONTINENTAL~~
BANK, NATIONAL ASSOCIATION, a national banking
association.

WHEREAS the undersigned has acted for certain institutional investors pursuant to the Finance Agreement dated as of July 1, 1976, among the undersigned (under its then name, Continental Illinois National Bank and Trust Company of Chicago), United States Trust Company of New York, acting as trustee under the Trust Agreement dated as of July 1, 1976 (hereinafter, in such capacity, being called the Trustee), with General Electric Credit Corporation, and certain investors named in Appendix I to said Finance Agreement;

WHEREAS, acting pursuant to the Finance Agreement, the undersigned has been assigned certain indebtedness under the Conditional Sale Agreement dated as of July 1, 1976, between the Trustee and General Motors Corporation (Electro-Motive Division), pursuant to an Agreement and Assignment dated as of July 1, 1976;

WHEREAS said Conditional Sale Agreement and Agreement and Assignment have been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on October 5, 1976, and assigned recordation number 8505 and 8505-A, respectively;

WHEREAS, as security for its obligations under said Conditional Sale Agreement, the Trustee has assigned to the undersigned certain rights in and to the Lease of Railroad Equipment dated as of July 1, 1976, between the Trustee and Burlington Northern, Inc., pursuant to the Assignment of Lease and Agreement dated as of July 1, 1976, between the Trustee and the undersigned, as agent;

WHEREAS said Assignment of Lease and Agreement has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on October 5, 1976, and assigned recordation number 8505C;

WHEREAS the indebtedness of the Trustee under said Conditional Sale Agreement has been fully paid and discharged.

NOW, THEREFORE, the undersigned does hereby acknowledge the satisfaction of the indebtedness under said Conditional Sale Agreement, and does hereby release and discharge all of the right, title, and interest of the undersigned in and to said Conditional Sale Agreement, said Lease of Railroad Equipment, the railroad equipment covered by each thereof, and any amounts payable under each thereof.

1210387

01/03/1992

IN WITNESS WHEREOF, the undersigned has caused this release
to be duly executed by its officer thereunto duly authorized:

CONTINENTAL BANK, NATIONAL ASSOCIATION,
as Agent,

by

Title: VICE PRESIDENT

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this day of January, 1992, before me personally
appeared Greg Jordan, to me personally known who, being
by me duly sworn, says that he is VICE PRESIDENT of
Continental Bank, National Association, that the foregoing
instrument was signed on behalf of said bank by authority of its
board of directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said bank.

Sophia M. Kosachewych
Notary Public

My commission expires

